

## **ARTICLE III MEETING OF MEMBERS**

**SECTION 1. Annual Meeting.** The annual meeting of the members shall be held during the month of June of each year at such place within a country served by the Cooperative, as selected by the board and which shall be designated in the notice of the meeting, for the purpose of electing board members, passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting. It shall be the responsibility of the board to make adequate plans and preparations for the annual meeting. Failure to hold the annual meeting at the designated time shall not cause a forfeiture or dissolution of the Cooperative.

**SECTION 2. Special Meeting.** Special meeting of the members may be called by resolution of the board of trustees, or upon a written request signed by any three trustees, by the President, or by ten percent or more of all the members, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members may be held at any place within one of the counties served by the Cooperative, specified in the notice of the special meeting.

**SECTION 3. Notice of Members Meeting.** Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, a district meeting or an annual meeting at which business other than that listed in Section 8 of this article is to be transacted, the purpose or purposes for which the meeting is called, shall be delivered not less than ten days nor more than twenty-five days before the date of the meeting, either by mail or delivered at the direction of the Secretary, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Cooperative, with the postage thereon prepaid. The failure of any members to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members of any such meeting.

**SECTION 4. Quorum.** In case the membership of the Cooperative shall be less than 1000 members, 5 percent of the total membership present in person shall constitute a quorum. At all times when the membership exceeds 1000 members, 50 members present in person shall constitute a quorum. If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting from time to time without further notice, provided that the secretary shall notify any absent members of the time and place of such adjourned meeting.

**SECTION 5. Voting.** Each member or entity member (i.e., corporation, partnership, association, district or municipality) shall be entitled to only one vote. Entity members shall designate, in writing an officer, shareholder, or trustee of the corporation as its voting proxy. Voting may be conducted by any means authorized by state law and as approved by the Trustees.

An individual member may vote in person, or by proxy. An individual member shall appoint a member as proxy in writing on an appointment form and file it with Member or Customer Service before or at the time of the annual meeting. However, no individual member may be designated as proxy for more than three (3) other individual members. No individual member proxy shall be valid after one (1) year from the date it was made.

All questions shall be decided by a vote of a majority of the members voting in person, except entities, which may vote through their authorized proxy, as set forth in the preceding paragraph, and except as otherwise provided by law, the Articles of Incorporation, or these bylaws.

**SECTION 6. Voting Districts.** The territory served or to be served by the cooperative shall be divided into seven districts. Each district shall be represented by one trustee. The districts shall be designated and bounded as follows:

**District No. 1.** Commence at the Southwest corner of Section 31, Township 24 North, Range 57 E.M.P.M.; thence due north on Range 57's west line to the Missouri River; thence east along south side of said Missouri River to the Yellowstone River; thence south along the west side of the Yellowstone River in North Dakota to intersection with Township 23 North line Montana; thence west to point of beginning.

**District No. 2.** Commence at Southwest corner of Section 31, Township 23 North, Range 57 E.M.P.M.; thence north to south boundary of District No. 1; thence east to Northeast corner of Section 28, Township 150 North Range 104 in North Dakota; thence due south to the Southeast corner of Section 21, Township 149 North of Range 104W in North Dakota; thence west to point of beginning.

**District No. 3.** Commence at the Southwest corner of Section 31, Township 21 North, Range 57 E.M.P.M.; thence north to the Southwest corner of Section 31, Township 23 North of Range 57; thence east to along southern boundary of District 2 to Northeast corner of Section 25, Township 149 North of Range 104 in North Dakota; thence due south to the Southeast corner of Section 33, Township 148 North of Range 104W in North Dakota; thence due west to Montana/North Dakota border; thence due south to Township 20 line; thence west to point of beginning.

**District No. 4.** Shall include all territory served by the Cooperative west of Montana/North Dakota state line and south of the southern boundary of Districts No.'s 3 and 7.

**District No. 5.** Shall include all territory served by the Cooperative north of the Missouri River and all that territory west of Highway No. 85 in North Dakota extending west to the eastern boundary of the other districts.

**District No. 6.** Shall include all territory served by the Cooperative north of Township 23 and west of Range 57 to the Missouri River.

**District No. 7.** Shall include all territory served by the Cooperative north of the southern boundary of Township 21 to Township 24 line and west of Range 57, E.M.P.M.

**SECTION 7. Nomination and Election of Trustees.**

- a) **Nomination by Committee.** Not less than 90 days before any meeting at which trustees are to be elected, the President shall appoint a nominating committee composed of two members from each district from which the trustees are to be elected during that given year. As such committee, they shall nominate one or more candidates from each of those districts and certify the names of such candidates to the board of trustees at least 30 days prior to the date of the meeting at which trustees are to be elected.
- b) **Nomination by Petition.** Nomination of a Candidate to the board of trustees may be made by petition signed by ten (10) members of the Cooperative. The petition must designate the district for which the candidate is to be elected. All members signing such petition must be residents of the district for which the candidate is to be elected. The petition must be submitted to the nominating committee not less than sixty (60) days before any meeting at which trustees are to be elected, and the nominating committee shall certify the names of such candidates nominated by petition to the board of trustees at least thirty (30) days prior to the date of the meeting at which trustees are to be elected.
- c) **Election of Trustees.** Not less than ten (10) nor more than twenty-five (25) days before the date of the meeting at which trustees are to be elected, written notice shall be mailed or delivered by the direction of the Secretary to each member containing the list of the candidates nominated by the nominating committee, the names to be arranged by districts. The list may be included with the notice of meeting. Election of trustees shall then at such meeting be by ballot with such ballots listing the candidates nominated by the committee. Candidates nominated shall be limited to one two-minute nominating speech. There shall be no seconding speech, and no speech by the person nominating.

In the event more than three candidates are nominated from one District, there shall first be conducted a run-off election in which the two nominees receiving the highest number of votes shall be determined. The members of the Cooperative shall then cast a second ballot to decide which of those two nominees shall be elected as trustee.

Each member of the Cooperative present at the meeting shall be entitled to vote for one candidate from each district from which trustees are to be elected in any given year. The candidate from each district receiving the highest number of votes at the meeting shall be considered elected as trustee.

**SECTION 8. Order of Business.** The order of business at the annual meeting of the members and, so far as possible, at all other meetings of the members, shall be essentially as follows:

- 1) Report as to the number of members present in order to determine the existence of a quorum.

- 2) Acknowledgement of the notice of the meeting and proof of the date of publication or mailing thereof, or the waiver or waivers of notice of the meeting.
- 3) Presentation and consideration of reports of officers, trustees and committees.
- 4) Election of trustees.
- 5) Unfinished business.
- 6) New business.
- 7) Adjournment.
- 8) The most recent edition of Robert's Rules of Order Revised shall be applicable to the conduct of business at any meeting of members, except for when such Robert's Rules of Order Revised are specifically in conflict with the Articles of Incorporation or By-laws of the Cooperative, in which case, the applicable article of bylaw shall govern.